

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
CELSIUS NETWORK LLC, <i>et al.</i> , ¹)	Case No. 22-10964 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**THIRD DECLARATION OF GREGORY F. PESCE IN SUPPORT OF THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS' APPLICATION FOR ENTRY OF AN
ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF WHITE &
CASE LLP AS COUNSEL EFFECTIVE AS OF JULY 29, 2022**

I, Gregory F. Pesce, pursuant to 28 U.S.C. § 1746, hereby declare that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a partner of the firm of White & Case LLP (“**White & Case**” or the “**Firm**”), an international law firm, which maintains offices for the practice of law at, among other locations, 111 South Wacker Drive, Suite 5100, Chicago, Illinois 60606. Among other admissions, I am a member in good standing of the Bar of the State of Illinois and I have been admitted to practice in Illinois. I have been admitted *pro hac vice* in connection with the above-captioned cases. There are no disciplinary proceedings pending against me in any jurisdiction.

2. I submit this third declaration (the “**Third Declaration**”) pursuant to sections 328(a) and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014(a) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rules 2014-1, 2016 and Rule 9013-1 of the Local Rules for the United States Bankruptcy Court for the

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 121 River Street, PH05, Hoboken, New Jersey 07030.

Southern District of New York (the “**Local Rules**”) in support of the *Official Committee of Unsecured Creditors’ Application for Entry of an Order Authorizing the Employment and Retention of White & Case LLP as Counsel Effective as of July 29, 2022* [Docket No. 603] (the “**Application**”) for the Official Committee of Unsecured Creditors (the “**Committee**”).² My first declaration was submitted as Exhibit B to the Application (the “**First Declaration**”). My second declaration was filed on September 14, 2022 [Docket No. 814] (the “**Second Declaration**”).

3. To the extent that White & Case determines that any information disclosed herein requires amendment or modification upon White & Case’s completion of further analysis or as additional information becomes available to it, a supplemental declaration will be submitted to the Court reflecting same. Except as otherwise noted, I have personal knowledge of the matters set forth herein.³

4. As noted in the First Declaration, White & Case has reviewed and will continue to review its files periodically during these chapter 11 cases with respect to known and newly-identified parties in interest. If any new relevant facts or relationship are discovered or arise, White & Case will use reasonable efforts to identify such developments and will promptly file a supplemental declaration.

Supplemental Disclosures Regarding Parties in Interest

5. In connection with the First Declaration, a list of names identified by the Debtors and provided to White & Case of potential parties in interest was set out in Schedule 1 annexed thereto (the “**Potential Parties in Interest**”). Thereafter, the U.S. Trustee’s Office requested that White & Case identify any connections to certain additional names identified on Schedule 1

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

³ Certain of the disclosures herein relate to matters within the knowledge of attorneys or employees of White & Case and are based on information provided by them.

annexed to my Second Declaration (the “**Supplemental Parties in Interest**”). Thereafter, the Debtors provided White & Case with a list of names of additional potential parties in interest, which additional potential parties are identified on **Schedule 1** annexed hereto (the “**Second Supplemental Parties in Interest**”).

6. Prior to filing this Third Declaration, following the procedure set forth in my First Declaration, White & Case conducted a disclosure review with respect to the Firm’s connections to the Second Supplemental Parties in Interest. **Schedule 2** annexed hereto identifies that White & Case currently represents, or has represented within the last two (2) years, certain individuals, entities or their affiliates who are Potential Parties in Interest in matters unrelated to the Debtors, the chapter 11 cases, or such entities’ claims against and interests in the Debtors.⁴

7. Of the entities listed on Schedule 2, none represented more than 1% of White & Case’s revenue for the twelve-month period through September 30, 2022.

8. Further, on Schedule 2 to my First Declaration, I disclosed that White & Case had “Closed” matters with Egon Zehnder International, Inc. Subsequently, White & Case reopened a previously closed matter representing Egon Zehnder International, Inc. or an affiliate as a client. That matter is unrelated to the Debtors or the chapter 11 cases. Neither Egon Zehnder International, Inc. nor its affiliates represented more than 1% of White & Case’s revenue for the

⁴ The term “client” means an entity listed as a client or affiliate of a client in an active or closed matter in White & Case’s conflicts search system. To the extent that a Potential Party in Interest falls under more than one category, such Potential Party in Interest may be disclosed below in only one category. Furthermore, the inclusion of a Potential Party in Interest within one or more categories in the Application, this Declaration, or otherwise is for convenience only and is not, and shall not be construed as, an acknowledgement or admission regarding any Potential Party in Interest, including with respect to any claims or relationships that such Potential Party in Interest may have with the Debtors. The disclosures may in Schedule 2 attached hereto may overlap or be redundant with disclosures previously made by White & Case. Additionally, (i) Schedule 2 is over inclusive generally, (ii) whether an actual client relationship exists with the entities listed on Schedule 2 can only be determined by reference to the documents governing White & Case’s representation rather than its potential listing in White & Case’s conflicts database(s), (iii) such analysis has not been undertaken in connection with this connections disclosure, and (iv) where particular name(s) provided by the Debtors are incomplete or ambiguous, White & Case’s search was broad and inclusive and erred on the side of disclosure.

twelve-month period through September 2022. For the avoidance of any doubt, White & Case will not represent Egon Zehnder International, Inc. or any affiliate thereof in any matter related to the Debtors or these chapter 11 cases during the pendency of these chapter 11 cases. Based on the foregoing, I do not believe that White & Case's representation of Egon Zehnder International, Inc. or any affiliate thereof precludes White & Case from meeting the standard for retention of Committee counsel under the Bankruptcy Code.

Additional Disclosures Requested by the U.S. Trustee's Office

9. In Paragraph 13 of my First Declaration, I disclosed that in May 2022, White & Case represented Celsius Network Limited (UK) in connection with the review of a derivatives contract (the "**Celsius Matter**"). Prior to the Petition Date, the Celsius Matter was completed and White & Case ceased performing any work for the Debtors or their affiliates. Prepetition, Celsius Network Limited (UK) paid \$32,104.80 to White & Case on account of services rendered in connection with the Celsius Matter. Additional information regarding the Celsius Matter may be found in the First Declaration and is not repeated here.

10. After the Debtors filed their schedules, the U.S. Trustee's Office requested that White & Case provide supplementary information regarding the Celsius Matter. Accordingly, White & Case hereby discloses that White & Case began work on the Celsius Matter in May 2022. Thereafter, on June 23, 2022, White & Case issued an invoice for \$32,104.80 to the Debtors. On July 12, 2022, payment of \$32,104.80 was received by White & Case from the Debtors. White & Case did not proactively seek payment for this amount prior to Debtors' Petition Date. White & Case does not believe that the payment of this invoice affects its ability to meet the standards for its retention as Committee counsel. Nonetheless, out of an abundance of caution, White & Case has agreed to give the Debtors a credit of \$32,104.80 during the pendency of these chapter 11 cases

in addition to any other amounts that White & Case may voluntarily reduce its fees and expenses in the ordinary course of the fee application process in these chapter 11 cases.

Reaffirmation of Statement of Disinterestedness

11. Based on the conflicts search conducted to date and as described in the First Declaration, and herein, to the best of my knowledge and insofar as I have been able to ascertain, (a) White & Case is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, (b) White & Case holds no interest adverse under section 1103(b) of the Bankruptcy Code, and (c) White & Case has no connection to the Debtors, their creditors, or other parties in interest, except as may be disclosed in the Application, the First Declaration, or the Second Declaration. Accordingly, based upon the foregoing, I respectfully submit that the requirements for White & Case’s retention as attorneys for the Committee have been met.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Dated: October 27, 2022
New York, New York

/s/ Gregory F. Pesce
Gregory F. Pesce
Partner, White & Case LLP

Schedule 1

Second Supplemental Parties in Interest

Ad-Hoc Group

Anderson, Jan
Audeh, Ramzi
Banda, Santosh Praneeth
Benator, Ilene
Bierbaum, Cheryl
Bradley, Frank Malcom
Butryn, Robert K.
Calderone, Anthony
Castillo, Gilbert
Chan, Allison
Cherktyek Consulting, LLC
Chiakulas, John
Cifani, Michael
Crespo, Frank
Dimetros, Jonandre
Dreikosen, Stephen
Fikar, Thomas Dean
Frederick, Paul
Gasso, Julius
Gilmore, Andrew
Griffin, Sargam Petra
Guillo, Adrien
Gurazada, Lakshmi Sai Lalitha
Haddad, Ghassan
Huang, Hsuan Yao
Lebor, Christine
Lindsay, Jacob
Little, David
Mansour, Ashley
McLain, Karen
Ralbovsky, Yanxing
Reyes, Eduardo
Reyes, Marino
Richardson Jr., Harry B.
Robinson, Craig
Salyards, Jedidiah A.
Saunders, William
Schmeizer, Scott

Singer, Michael
Singh, Roshandip
Smith, Jason
Smith, Laura Dronen
Stearns, Aaron
Tuan, Joey
Turner, Elvin R.
Urbano, Melinda
Vejseli, Veton
Wong, Calvin
Yadav, Rishi Rav

Bankruptcy Examiner and Professionals

Jenner & Block LLP
Shoba Pillay

Counsel to Former Executives

Cadwalader Wickersham & Taft
Paul Hastings LLP

Director/Officer

Albert, David
Alisie, Adrian
Ayalon, Amir
Barwick, Christy
Beaudry, Jeremie Robert
Fan, Jiayi “Jenny”
Ferraro, Chris
Holert, Patrick
Konduru, Subramaniam Vijay
Lawlor, Quinn
Sabo, Ron
Shalem, Yaron
Van Etten, Frank

Non-Bankruptcy Advisors and Ordinary Course Professionals

Conyers Dill & Pearman

Notice of Appearance / Pro Hac Vice

Adrian Perez-Siam
ArentFox Schiff LLP
Berliner & Pilson, Esqs.
Blank Rome LLP
Brown & Connery, LLP
Buchalter, A Professional Corporation
Clint Petty
Cred Inc. Liquidation Trust

Duane Morris LLP
EMCO Technology
Emil Pilacik, Jr.
Eric Wohlwend
Federal Trade Commission
FisherBroyles, LLP
Fortis Law Partners
Great American Insurance Company
Hopkins & Carley
Hugh McCullough of Davis Wright Tremaine LLP
Jonathan Jerry Shroyer
Kyle Farmery
Levin-Epstein & Associates, P.C.
Lisa T. Vickers
Maurice Wutscher LLP
McCarter & English, LLP
McDermott Will & Emery LLP
Meyer, Suozzi, English & Klein, P.C.
Michigan Department of Treasury
Mintz & Gold, LLP
MRK Spanish Ridge, LLC
Nhat Van Meyer
Nol Myer
Norgaard O'Boyle & Hannon
Office of the Attorney General of Texas
Peter Polombo
PREH Spanish Ridge, LLC
Pryor Cashman LLP
RH Montgomery Properties, Inc.
Ripple Labs Inc.
Roche Freedman LLP, A Professional Corporation
SAP America, Inc.
SAP National Security Services
Sills Cummis & Gross P.C.
State of Washington Department of Employment Security
State of Washington Department of Labor & Industries
State of Washington Department of Revenue
Stuart P. Gelberg, Esq
Sullivan & Cromwell LLP
Texas Department of Banking
Thomas Shannon, D.D.S., M.D.S
TN Attorney General's Office

TN Dept of Commerce and Insurance
Togut Segal & Segal LLP
Troutman Pepper Hamilton Sanders LLP
Venable LLP
Vermont Department of Financial Regulation
Vincent Theodore Goetten
Waller Lansden Dortch & Davis, LLP
Washington State Department of Financial Institutions
Weil, Gotshal & Manges LLP
Weir Greenblatt Pierce LLP
William D. Schroeder, Jr.

Other Related Parties

Fujii, Akiko
Landes, Aliza
Mashinsky, Krissy
Mashinsky, Rena

Taxing Authority/Governmental/Regulatory Agencies

Alaska Division of Banking & Securities
Arkansas Securities Department
Autorite Des Marches Financiers (AMF) - Canadian Securities Administrators
California Department of Financial Protection and Innovation
Commodity Futures Trading Commission
Commonwealth of Massachusetts Office of The Attorney General
Commonwealth of Massachusetts Securities Division
District of Columbia Department of Insurance, Securities and Banking
Financial and Consumer Affairs Authority
Financial Conduct Authority
Georgia Office of Secretary of State Securities & Charities Division
Gibraltar Financial Services Commission
Hawaii Department of Commerce and Consumer Affairs
Illinois Securities Department
Minnesota Attorney General Office
Minnesota Department of Commerce
Mississippi Secretary of State Office
New Hampshire Bureau of Securities Regulation
New Jersey Office of The Attorney General
North Carolina Department of The Secretary of State
Office of The Attorney General of Missouri
Office of The Montana State Auditor
Office The Attorney General of West Virginia
Pennsylvania Bureau of Securities Compliance and Examinations
Pennsylvania Department of Banking and Securities

South Carolina Office of The Attorney General
South Dakota Division of Insurance Securities Regulation
State of California Department of Justice Public Inquiry Unit
State of Idaho Department of Finance
State of New York Office of The Attorney General, Division of Economic Justice
State of Oklahoma Department of Securities
Tennessee Department of Commerce and Insurance Financial Services Investigation
Unit
The Ontario Securities Commission (The OSC)

U.S. Trustee Personnel, Judges, and Court Contacts for the Southern District of New York

Allen, Joseph
Black, Christine
Leonhard, Alicia
Penpraze, Lisa
Schmitt, Kathleen
Van Baalen, Guy A.

UCC Members

Andrew Yoon
Coco, Christopher
Keith Noyes
Robinson, Mark
Scott Duffy
Thomas DiFiore
Warren, Caroline

UCC Professionals

Elementus
Kroll Restructuring Administration LLC
M-III Partners, LLC
Perella Weinberg Partners

Schedule 2

White & Case's Relationships with Parties in Interest

Category	Name	Open/ Closed
Counsel to Former Executives	Paul Hastings LLP	Open
Notice of Appearance / Pro Hac Vice	SAP America, Inc.	Open
Notice of Appearance / Pro Hac Vice	SAP National Security Services	Open
UCC Professionals	Kroll Restructuring Administration LLC	Open
UCC Professionals	Perella Weinberg Partners	Open